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Jacqueline Marcus Robert J. Lemons

Attorneys for Lehman Brothers Holdings Inc. and Certain of Its Affiliates

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.

LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)

:

Debtors. : (Jointly Administered)

:

FOURTEENTH NOTICE OF WITHDRAWAL OF DEBTORS' APPLICATION TO ASSUME CERTAIN EXECUTORY CONTRACTS

PLEASE TAKE NOTICE of the following:

1. On October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") filed a Plan Supplement (as amended from time to time the "<u>Plan Supplement</u>") [ECF No. 21254], 1 containing documents and schedules in connection with the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the "<u>Plan</u>"), 2 dated December 5, 2011 [ECF No. 22973]. The Plan was confirmed by order of the Court on December 6, 2011 (the "<u>Confirmation Order</u>") [ECF No. 23023] and became effective on March 6, 2012.

 $^{^{1}}$ A list of the amendments to the Plan Supplement and other notices and orders pertaining thereto is annexed hereto as $\underline{\text{Exhibit A}}$.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

- 2. Pursuant to the Confirmation Order, the hearing on the Debtors' proposed assumption of certain executory contracts and unexpired leases set forth on Exhibit 2 to the Plan Supplement was adjourned until (i) February 14, 2012, or (ii) such other date as may be scheduled by the Debtors, with leave from the Court, with at least 30 days notice to the relevant counterparty, or as otherwise agreed.
- 3. On January 31, 2012, February 9 and 13, 2012, April 3, 2012, May 31, 2012, June 25, 2012, August 14, 2012, October 19, 2012, November 16, 2012, December 4, 2012, February 8, 2013, March 8, 2013, and June 27, 2013, the Debtors filed notices of withdrawal of their application to assume certain executory contracts or to defer indefinitely the hearing on their application to assume certain executory contracts (the "Notices of Withdrawal or Deferral").
- 4. Subsequent to the filing of the Notices of Withdrawal or Deferral, the Debtors have reached agreements with certain additional parties with respect to their objections to the Debtors' application to assume executory contracts and unexpired leases.
- 5. The Debtors hereby withdraw their application to assume the executory contracts identified on Exhibit B hereto (the "Withdrawn Contracts").
- 6. The Debtors reserve their rights to withdraw in the future their application to assume additional executory contracts and unexpired leases set forth on

Schedule 1 or 2 to the Confirmation Order or that are the subject of the objections listed on Schedule 1 or 2 to the Confirmation Order.

Dated: October 28, 2013 New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Attorneys for Lehman Brothers Holdings Inc. and Certain of Its Affiliates

EXHIBIT A

AMENDMENTS TO THE PLAN SUPPLEMENT AND OTHER NOTICES AND ORDERS PERTAINING THERETO

- 1. Amendment No. 1 to the Plan Supplement, filed on November 4, 2011 [ECF No. 21665].
- 2. Amendment No. 2 to the Plan Supplement, filed on November 15, 2011 [ECF No. 22156].
- 3. Amendment No. 3 to the Plan Supplement, filed on November 22, 2011 [ECF No. 22590].
- 4. Amendment No. 4 to the Plan Supplement, filed on November 29, 2011ECF No. 22742].
- 5. Amendment No. 5 to the Plan Supplement, filed on December 2, 2011 [ECF No. 22876].
- 6. Amendments No. 6 and No. 7 to the Plan Supplement, filed on December 5, 2011 [ECF Nos. 22975 and 22980].
- 7. Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on January 31, 2012 [ECF No. 24823].
- 8. Notice of (i) Withdrawal of Debtors' Application to Assume Certain Executory Contracts, (ii) Indefinite Adjournment of Debtors' Application to Assume Certain Executory Contracts, (iii) Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, and (iv) Status Conference on Debtors' Proposed Assumption of Executory Contracts, filed on February 9, 2012 [ECF No. 25201].
- 9. Third Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 13, 2012 [ECF No. 25266].
- 10. Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on March 19, 2012 [ECF No. 27016].
- 11. Fourth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on April 3, 2012 [ECF No. 27262].
- 12. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on April 4, 2012 [ECF No. 27272].
- 13. Fifth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on May 31, 2012 [ECF No. 28313].
- 14. Notice of Presentment of Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, filed on May 31, 2012 [ECF No. 28326].
- 15. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on June 19, 2012 [ECF No. 28871].

- 16. Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28956].
- 17. Corrected Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28957].
- 18. Seventh Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on August 14, 2012 [ECF No. 30026].
- 19. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on September 12, 2012 [ECF No. 30894].
- 20. Order Authorizing Debtors to Assume Certain Executory Contract, entered by the Court on September 28, 2012 [ECF No. 31130].
- 21. Eighth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on October 19, 2012 [ECF No. 31569].
- 22. Ninth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on November 16, 2012 [ECF No. 32144].
- 23. Order Authorizing Debtors to Assume Certain Executory Contracts, entered by the Court on November 28, 2012 [ECF No. 32382].
- 24. Tenth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on December 4, 2012 [ECF No. 32574].
- 25. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on December 4, 2012 [ECF No. 32576].
- 26. Eleventh Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 8, 2013 [ECF No. 34503].
- 27. Twelfth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on March 8, 2013 [ECF No. 35786].
- 28. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on March 14, 2013 [ECF No. 35924].
- 29. Order Authorizing Debtors to Assume Certain Executory Contracts, entered by the Court on March 19, 2013 [ECF No. 36058].
- 30. Thirteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on June 27, 2013 [ECF No. 38227].

- 31. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on July 3, 2013 [ECF No. 38404].
- 32. Notice of Corrected Exhibit with Respect to Thirteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on July 12, 2013 [ECF No. 38686].
- 33. Notice of Corrected Exhibit with Respect to Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on July 15, 2013 [ECF No. 38714].
- 34. Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on August 28, 2013 [ECF No. 39883].

EXHIBIT B

WITHDRAWN CONTRACTS

Counterparty	Debtor	Title of Agreement	Notice Address
AIRLIE CDO I (U.S. BANK NA, AS TRUSTEE)	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF JANUARY 18, 2007	MAPLESFS LIMITED P.O. BOX 1093 QUEENSGATE HOUSE, 113 SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS
			P.O. BOX 1093 GT, QUEENSGATE HOUSE, SOUTH CHURCH STREET ATTN: GENERAL COUNSEL OR CORPORATE EXEC GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10017-5010
AVIV LCDO 2006-2 LTD.	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF OCTOBER 5, 2006	MAPLESFS LIMITED P.O. BOX 1093 QUEENSGATE HOUSE, 113 SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN
			P.O. BOX 1093 GT, QUEENSGATE HOUSE, SOUTH CHURCH STREET ATTN: GENERAL COUNSEL OR CORPORATE EXEC GEORGE TOWN, GRAND CAYMAN
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10017-5010

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 10 of 17

Counterparty	Debtor	Title of Agreement	Notice Address
EXUM RIDGE CBO 2006-4, LTD.	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF SEPTEMBER 15, 2006	EXUM RIDGE CBO 2006-1, LTD. C/O MAPLES FINANCE LIMITED P.O. BOX 1093GT, QUEENSGATE HOUSE SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: THE DIRECTORS HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14
			NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA MAPLES AND CALDER P.O. BOX 309GT UGLAND HOUSE
			SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: DALE CROWLEY
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10017-5010
EXUM RIDGE CBO 2006-5, LTD.	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF OCTOBER 12, 2006	EXUM RIDGE CBO 2006-5, LTD. C/O MAPLES FINANCE LTD P.O. BOX 1093GT QUEENSGATE HOUSE SOUTH CHURCH STREET, GRAND CAYMAN, CAYMAN ISLANDS ATTN: THE DIRECTORS
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 11 of 17

Counterparty	Debtor	Title of Agreement	Notice Address
			MAPLES AND CALDER P.O. BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: DALE CROWLEY
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10017-5010
GRANITE FINANCE SPC, FOR THE ACCOUNT OF THE SERIES 2007-1-C SEGREGATED PORTFOLIO	LEHMAN BROTHERS SPECIAL FINANCING INC.	1992 ISDA MASTER AGREEMENT DATED AS OF APRIL 5, 2007	C/O DEUTSCHE BANK (CAYMAN) LIMITED P.O. BOX 1984 ELIZABETHAN SQUARE GRAND CAYMAN KY1-1104 CAYMAN ISLANDS
			DEUTSCHE BANK TRUST COMPANY AMERICAS 60 WALL STREET NEW YORK, NY , 10005 UNITED STATES
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA
			CLIFFORD CHANCE US LLP DAVID A. SULLIVAN 31 WEST 52ND STREET NEW YORK, NEW YORK 10019
			ALAN KOLOD MOSES & SINGER LLP THE CHRYSLER BUILDING 405 LEXINGTON AVE NEW YORK, NEW YORK 10174
GRANITE SERIES 2005-2	LEHMAN BROTHERS SPECIAL FINANCING INC.	1992 ISDA MASTER AGREEMENT DATED FEBRUARY 2, 2005	HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 12 of 17

Counterparty	Debtor	Title of Agreement	Notice Address
			HSBC TRUSTEE (C.I.) LIMITED PO BOX 88 1 GRENVILLE STREET ST HELIER, JERSEY JE4 9PF CHANNEL ISLANDS
			CLIFFORD CHANCE US LLP DAVID A. SULLIVAN 31 WEST 52ND STREET NEW YORK, NEW YORK 10019
GRANITE SERIES 2005-5	LEHMAN BROTHERS SPECIAL FINANCING INC.	1992 ISDA MASTER AGREEMENT DATED FEBRUARY 17, 2005	GRANITE FINANCE LIMITED 68 WEST BAY ROAD PO BOX 1109 GT GRAND CAYMAN BVI, KY1- 1102 CAYMAN ISLANDS
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016
			ATTN: THOMAS MUSARRA CLIFFORD CHANCE US LLP DAVID A. SULLIVAN 31 WEST 52ND STREET NEW YORK, NEW YORK 10019
LIBERTY SQUARE CDO II, LTD.	LEHMAN BROTHERS FINANCIAL PRODUCTS INC.	MASTER AGREEMENT DATED APRIL 26, 2001	LIBERTY SQUARE CDO CHURCH STREET PO BOX 309 GT GRAND CAYMAN CAYMAN ISLANDS
			MAPLESFS LIMITED P.O. BOX 1093 QUEENSGATE HOUSE, 113 SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS
			SEWARD & KISSEL LLP JACK YOSKOWITZ BENAY L. JOSSELSON ONE BATTERY PARK PLAZA NEW YORK, NEW YORK 10004
			REED SMITH LLP ERIC A. SCHAFFER MICHAEL J. VENDITTO 599 LEXINGTON AVENUE NEW YORK, NY 10022

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 13 of 17

Counterparty	Debtor	Title of Agreement	Notice Address
LIBRA CDO LIMITED	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF OCTOBER 17, 2006	HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA LIBRA CDO LIMITED C/O DEUTSCHE BANK
			(CAYMAN) LMT. P.O. BOX 1984 GT ELIZABETHAN STREET GRAND CAYMAN, CAYMAN ISLANDS, CAYMAN ISLANDS GLOBAL TRANSACTION BANKING, TRUST
			ALSTON & BIRD LLP MICHAEL E. JOHNSON 90 PARK AVENUE NEW YORK, NEW YORK 10016
			ALSTON & BIRD LLP JOHN C. WEITNAUER 1201 WEST PEACHTREE STREET ATLANTA, GEORGIA 30309
			KASOWITZ, BENSON, TORRES & FRIEDMAN LLP SHERON KORPUS MATTHEW B. STEIN 1633 BROADWAY NEW YORK, NEW YORK 10019
			MEISTER SEELIG & FEIN LLP JAMES M. RINGER 140 E. 45TH STREET NEW YORK, NEW YORK 10017
			CARTER LEDYARD & MILBURN LLP STEPHEN M. PLOTNICK 2 WALL STREET NEW YORK, NY 10005
PEBBLE CREEK LCDO 2006-1 LTD.	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF NOVEMBER 29, 2006	HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 14 of 17

Counterparty	Debtor	Title of Agreement	Notice Address
			MAPLES AND CALDER P.O. BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GRAND CAYMAN, CAYMAN ISLANDS DALE CROWLEY
			MOODY'S INVESTORS SERVICE 99 CHURCH STREET NEW YORK, NEW YORK, 10007 STRUCTURED FINANCE GROUP, CBO/CLO MONITORING
			PEBBLE CREEK LCDO 2006-1, LTD. C/O MAPLES FINANCE LIMITED P.O. BOX 1093GT QUEENSGATE HOUSE, SOUTH CHURCH STREET, CAYMAN ISLANDS THE DIRECTORS
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603 CHAPMAN AND CUTLER LLP
			CRAIG M. PRICE 330 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10017-5010
PUERTO RICO COMMONWEALTH OF (ESCROW)	LEHMAN BROTHERS SPECIAL FINANCING INC.	DEBT SERVICE DEPOSIT AGREEMENT DATED AS OF JUNE 6, 2005	C/O THE BANK OF NEW YORK TRUST COMPANY, N.A. 10161 CENTURION PARKWAY JACKSONVILLE FLORIDA 32256 ATTENTION: SHERYL LEAR - VICE PRESIDENT

Counterparty	Debtor	Title of Agreement	Notice Address
			C/O GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO ROBERTO SANCHEZ VILELLA GOVERNMENT CENTER AVENIDA DE DIEGO, PARADA 22 SAN JUAN, PUERTO RICO, 940 PUERTO RICO ATTN: PRESIDENT ERIC A. SCHAFFER
			MICHAEL J. VENDITTO REED SMITH LLP 599 LEXINGTON AVENUE, NEW YORK, NY 10022
PUERTO RICO COMMONWEALTH OF (ESCROW)	LEHMAN BROTHERS SPECIAL FINANCING INC.	DEBT SERVICE DEPOSIT AGREEMENT DATED AS OF JUNE 6, 2005	C/O THE BANK OF NEW YORK TRUST COMPANY, N.A. 10161 CENTURION PARKWAY JACKSONVILLE FLORIDA 32256 ATTENTION: SHERYL LEAR - VICE PRESIDENT
			C/O GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO ROBERTO SANCHEZ VILELLA GOVERNMENT CENTER AVENIDA DE DIEGO, PARADA 22 SAN JUAN, PUERTO RICO, 940 PUERTO RICO ATTN: PRESIDENT
			ERIC A. SCHAFFER MICHAEL J. VENDITTO REED SMITH LLP 599 LEXINGTON AVENUE, NEW YORK, NY 10022
PUERTO RICO COMMONWEALTH OF (ESCROW)	LEHMAN BROTHERS SPECIAL FINANCING INC.	DEBT SERVICE DEPOSIT AGREEMENT DATED AS OF JUNE 6, 2005	C/O THE BANK OF NEW YORK TRUST COMPANY, N.A. 10161 CENTURION PARKWAY JACKSONVILLE FLORIDA 32256 ATTENTION: SHERYL LEAR - VICE PRESIDENT

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 16 of 17

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			C/O GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO ROBERTO SANCHEZ VILELLA GOVERNMENT CENTER AVENIDA DE DIEGO, PARADA 22 SAN JUAN, PUERTO RICO, 940 PUERTO RICO ATTN: PRESIDENT ERIC A. SCHAFFER
			MICHAEL J. VENDITTO REED SMITH LLP 599 LEXINGTON AVENUE, NEW YORK, NY 10022
PUERTO RICO COMMONWEALTH OF (ESCROW)	LEHMAN BROTHERS SPECIAL FINANCING INC.	DEBT SERVICE DEPOSIT AGREEMENT DATED AS OF JUNE 6, 2005	C/O THE BANK OF NEW YORK TRUST COMPANY, N.A. 10161 CENTURION PARKWAY JACKSONVILLE FLORIDA 32256 ATTENTION: SHERYL LEAR - VICE PRESIDENT
			C/O GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO ROBERTO SANCHEZ VILELLA GOVERNMENT CENTER AVENIDA DE DIEGO, PARADA 22 SAN JUAN, PUERTO RICO, 940 PUERTO RICO ATTN: PRESIDENT
			ERIC A. SCHAFFER MICHAEL J. VENDITTO REED SMITH LLP 599 LEXINGTON AVENUE, NEW YORK, NY 10022
PUERTO RICO COMMONWEALTH OF (ESCROW)	LEHMAN BROTHERS SPECIAL FINANCING INC.	DEBT SERVICE DEPOSIT AGREEMENT DATED AS OF JUNE 6, 2005	C/O THE BANK OF NEW YORK TRUST COMPANY, N.A. 10161 CENTURION PARKWAY JACKSONVILLE FLORIDA 32256 ATTENTION: SHERYL LEAR - VICE PRESIDENT

08-13555-mg Doc 40762 Filed 10/28/13 Entered 10/28/13 15:11:55 Main Document Pg 17 of 17

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			C/O GOVERNMENT DEVELOPMENT BANK FOR
			PUERTO RICO
			ROBERTO SANCHEZ VILELLA GOVERNMENT
			CENTER
			AVENIDA DE DIEGO,
			PARADA 22 SAN JUAN, PUERTO RICO ,
			940
			PUERTO RICO ATTN: PRESIDENT
			ERIC A. SCHAFFER
			MICHAEL J. VENDITTO REED SMITH LLP
			599 LEXINGTON AVENUE,
			NEW YORK, NY 10022